

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLE OF ASSOCIATION

OF

Concertus Design and Property Consultants Limited (the “Company”)

(Adopted by special resolution passed on 30 June 2022)

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PART 1 – INTERPRETATION AND LIMITATION OF LIABILITY

1. INTERPRETATION

1.1 The following definitions and rules of interpretation apply in these Article:

Act:	means the Companies Act 2006.
Director	means a director of the company and includes any person occupying the position of director by whatever name called.
Shareholder	means Suffolk Group Holdings Limited or such other holder of Shares from time to time.
Shares	means ordinary shares in the capital of the Company and Share shall be construed accordingly.
Articles	means the Company's Article of association for the time being in force.
Bankruptcy	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.
Board	means the Board of directors of the Company from time to time acting by the resolution of a duly convened and quorate meeting.
Business Day	means any day other than a Saturday, Sunday or public holiday in England on which banks in London are open for business.
Chair	has the meaning given in Article 12.2.
Chair of the meeting	has the meaning given in Article 43.2.
Council	means Suffolk County Council
Distribution recipient	has the meaning given in Article 34.2
Document	includes, unless otherwise specified, any document sent or supplied in “ electronic form ” (which has the meaning given in section 1168 of the Companies Act 2006)

Eligible Director	means a Director who would be entitled to vote on the matter at a meeting of Directors.
Fully Paid	in relation to a share, means that the nominal value and any premium to be paid to the Company in respect of that share have been paid to the Company.
Hard copy form	has the meaning given in section 1168 of the Companies Act 2006.
Holder	In relation to shares means the person whose name is entered in the register of members as the holder of the Shares
Holding company	means a company that is the registered holder of at least 51% of the shares of the company
Instrument	Means a document in hard copy form.
Local Authority	means a statutory corporation created by the Local Governments Acts 1972 to 2000 for the purpose of administering relevant functions within its area.
ordinary resolution	has the meaning given in section 282 of the Companies Act 2006.
Ordinary Shares	means the Shares.
Paid	means paid or credited as paid.
Participate	in relation to a directors' meeting has the meaning given in Article 10
proxy notice	has the meaning given in Article 49.
Shareholder Agreement	the sole shareholder agreement entered into between the Company and the Shareholder.
special resolution	has the meaning given in section 283 of the Companies Act 2006.
Subsidiary	has the meaning given in section 1159 of the Companies Act 2006.
Transmittee	means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law.

Writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Save as otherwise specifically provided in these Article and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have those meanings in these Article.
- 1.3 Headings in these Article are used for convenience only and shall not affect the construction or interpretation of these Article.
- 1.4 A reference in these Article to an “Article” is a reference to the relevant Article of these Article unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time.
- 1.6 A reference to a statute or statutory provision shall include all subordinate legislation made from time to time under that statute or statutory provision.
- 1.7 Unless the context otherwise requires, words in the singular shall include the plural and in the plural shall include the singular.
- 1.8 A **person** includes a natural person, corporate or unincorporated body (whether or not having separate legal personality) and that person's personal representatives, successors and permitted assigns.
- 1.9 Any words following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms.
- 1.10 Where the context permits, **other** and **otherwise** are illustrative and shall not limit the sense of the words preceding them.

2. LIABILITY OF MEMBERS

- 2.1 The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

PART 2 - DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

3. DIRECTORS' GENERAL AUTHORITY

- 3.1 Subject to the Articles (and in particular the provisions set out in Article 59) and the Shareholder Agreement, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.
- 3.2 If there is any ambiguity or discrepancy between the provisions of the Articles and the Shareholder Agreement, then the provisions of the Shareholder Agreement shall prevail.
- 3.3 The directors shall ensure that the Company does not engage in activities in which the Council has no powers to engage.

4. SHAREHOLDERS' RESERVE POWER

- 4.1 Subject to the Article the Shareholder may, by special resolution, direct the directors to take, or refrain from taking, specified action, provided that no such special resolution invalidates anything which the directors have done before the passing of the special resolution.

5. DIRECTORS MAY DELEGATE

- 5.1 Subject to the Article, the directors may delegate any of the powers which are conferred on them under the Article:

- 5.1.1 to such person or committee;
- 5.1.2 by such means (including by power of attorney);
- 5.1.3 to such an extent;
- 5.1.4 in relation to such matters or territories; and
- 5.1.5 on such terms and conditions;

as they think fit.

- 5.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 5.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

5.4 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Article which govern the taking of decisions by directors.

5.5 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Article if they are not consistent with them.

6. DECISION MAKING BY DIRECTORS

6.1 The general rule about decision making by directors is that any decision of the directors must be either a majority decision, or a decision taken in accordance with Article 7.

6.2 Except as provided by these Article, each director has one vote at a meeting of directors.

7. UNANIMOUS DECISIONS

7.1 A decision of the directors is taken in accordance with this Article when all Eligible Directors indicate to each other by any means that they share a common view on a matter provided that any such indication shall be recorded by the directors in permanent form so that it may be read with the naked eye.

7.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each Eligible Director or to which each Eligible Director has otherwise indicated agreement in writing.

7.3 References in this Article to Eligible Directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

7.4 A decision of the directors which takes the form of a resolution in writing may consist of several copies each signed by one or more Eligible Directors.

7.5 A decision may not be taken in accordance with this Article if the Eligible Directors would not have formed a quorum at such a meeting.

8. PROCEEDINGS OF DIRECTORS, NUMBER OF MEETINGS

8.1 Subject as provided in these Article, the directors may participate in directors' meetings for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

- 8.2 Meetings of the directors shall take place at least four (4) times each year, with a period of not more than seventeen (17) weeks between any two meetings.

9. CALLING A DIRECTORS' MEETING

- 9.1 Any director may call a directors' meeting by giving not less than 2 Business Days' notice of the meeting) to the directors or by authorising the Company secretary (if any) to give such notice.
- 9.2 Notice of a directors' meeting shall be given to each director in writing and must be accompanied by;
- 9.2.1 an agenda specifying in reasonable detail the matters to be raised at the meeting;
 - 9.2.2 copies of any papers to be discussed at the meeting;
 - 9.2.3 the proposed date, time and place where the meeting is proposed to be held; and
 - 9.2.4 if it is anticipated that any directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 9.3 Matters not on the agenda, or business conducted in relation to those matters may not be raised at a meeting of directors unless all the directors agree in writing.

10. PARTICIPATION IN DIRECTORS' MEETINGS

- 10.1 Subject to the Article, directors participate in a directors' meeting, or part of a directors' meeting, when:
- 10.1.1 the meeting has been called and takes place in accordance with the Article, and
 - 10.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 10.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 10.3 If all the directors participating in a meeting are not in the same place, the meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, at the location of the Chair.

11. QUORUM FOR DIRECTORS' MEETINGS

- 11.1 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but subject to Article 11.3 it must never be less than two Eligible Directors.
- 11.2 At a director's meeting, unless a quorum is present, no proposal is to be voted on except a proposal to call another meeting or circulate a written resolution so as to enable the Shareholders to appoint further directors.
- 11.3 For the purposes of any meeting (or part of a meeting) held pursuant to Article 15 to authorise a director's conflict, if there is only one Eligible Director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.

12. CHAIRING OF DIRECTORS' MEETINGS

- 12.1 The directors may appoint a director to chair their meetings.
- 12.2 The person so appointed for the time being is known as the Chair.
- 12.3 The directors may terminate the Chair's appointment at any time.
- 12.4 If the Chair is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

13. CASTING VOTE

- 13.1 If the numbers of votes for or against a proposal are equal, the Chair or other director chairing the meeting shall have a casting vote.
- 13.2 Article 13.1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Article, the Chair or other director is not an eligible director for the purposes of that meeting (or part of a meeting).

14. DIRECTOR'S INTERESTS - DISCLOSURE OF INFORMATION

- 14.1 A director who to his knowledge is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company, shall declare the nature of his interest at a meeting of the directors in accordance with the Act.
- 14.2 Provided that a director has disclosed any interest he may have in accordance with the Act, and any conflict or potential conflict has been authorised under the provisions of Article 15, then that director may vote at a meeting of directors or of a committee of directors on a resolution or participate in any unanimous decision concerning any

matter in which he is interested, and (whether or not he votes or participates) he may be counted in the quorum when that resolution or matter is considered.

- 14.3 A director shall be entitled to abstain from voting or to absent himself from all or any part of any meeting in relation to any matter where he considers that to vote for or against a matter may put him in breach of his duty to the Company (whether at law or by reference to any code of conduct, good governance procedures or otherwise) and if he so abstains or absents himself then he shall not be in breach of his duties as a director under sections 172 – 174 of the Act in relation to the matter in question.

15. DIRECTORS' CONFLICTS OF INTEREST

- 15.1 The provisions of this Article 15 are subject to any shareholders agreement relating to the Company in existence at the relevant time. The directors may, in accordance with the requirements set out in this Article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director (an **"Interested Director"**) breaching his duty under section 175 of the Act to avoid conflicts of interest (**"Conflict"**).

- 15.2 Any authorisation under this Article 15 will be effective only if:

15.2.1 to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Article or in such other manner as the directors may determine;

15.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director or any other interested director; and

15.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's and any other interested director's vote had not been counted.

- 15.3 Any authorisation of a Conflict under this Article 15 may (whether at the time of giving the authorisation or subsequently):

15.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;

15.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;

- 15.3.3 provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict;
 - 15.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
 - 15.3.5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
 - 15.3.6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.
- 15.4 Where the directors authorise a Conflict, the Interested Director will be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict.
- 15.5 The directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation, in accordance with the terms of such authorisation.
- 15.6 The shareholder(s) hereby authorise any Conflict which arises solely by virtue of the relevant director being an employee of the Council or being an elected member of the Council.
- 15.7 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 15.8 A director, notwithstanding his office, may be a director or other officer of, or employed by, a member of or otherwise interested (including by the holding of shares) in the Council or in a Shareholder who has appointed him as a director, or any other member of the Council's group, or an employee of any local authority placed at the disposal of

the Council pursuant to section 113 of the Local Government Act 1972, and no authorisation under Article 15.1 shall be necessary in respect of any such interest.

16. RECORDS OF DECISIONS TO BE KEPT

- 16.1 The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.
- 16.2 Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

17. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

- 17.1 Subject to the Article, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

18. APPOINTMENT, DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 18.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed as a director in accordance with these Article.
- 18.2 The directors shall not be liable to retire by rotation.
- 18.3 A director shall not be required to hold any share qualification.
- 18.4 The minimum number of directors shall be one. Any Director may be appointed by:
 - 18.4.1 notice given by the Council in accordance with Article 59.2;
 - 18.4.2 ordinary resolution of the Shareholder; or
 - 18.4.3 the Directors.
- 18.5 The office of any director appointed by the Shareholder shall be vacated if the director ceases to be employed by the Council or the Shareholder and/or ceases to be a member or officer of the Council and/or is disqualified for elected membership of the Council or any other local authority as applicable and/or the appointment is terminated by the Council.

- 18.6 The Shareholder may remove any director before the expiry of his term of office notwithstanding anything in these Articles or in any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of services between him and the company.
- 18.7 Any Director appointed by the Directors or the Shareholder may at any time be removed from office by the Shareholder. Any Director appointed by the Directors may at any time be removed from office by the Shareholder.
- 18.8 Any appointment pursuant to paragraph 18.4 or removal pursuant to 18.6 by the Shareholder shall be effected by notice in writing signed on behalf of the Shareholder and deposited at the registered office or handed to the company secretary.
- 18.9 The directors shall not appoint alternate directors.
- 18.10 No person dealing with the company shall be concerned to see or enquire as to whether any director has been appointed or removed by the Shareholder and no obligation incurred or security given or transaction effected by the company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice of the appointment or removal of a director.

19. TERMINATION OF A DIRECTOR'S APPOINTMENT

- 19.1 Without prejudice to Article 18 a person ceases to be a director if:
- 19.1.1 he is disqualified from acting as a director by virtue of any provision of the Companies Act 2006;
 - 19.1.2 notification is received by the Company from the director that the director is resigning from office and such resignation has taken effect in accordance with its terms;
 - 19.1.3 he is guilty of any gross misconduct affecting the business of the Company;
 - 19.1.4 he is declared bankrupt or makes any arrangement with or for the benefit of his creditors or has a county court administration order made against him under the County Court Act 1984;
 - 19.1.5 he is convicted of any criminal offence (other than an offence under any road traffic legislation in the United Kingdom or elsewhere for which a fine or non-custodial penalty is imposed) or any offence under any regulation or legislation relating to insider dealing;

- 19.1.6 becomes of unsound mind (which includes lacking capacity under the Mental Capacity Act 2005), or a patient under any statute relating to mental health;
- 19.1.7 he is guilty of any fraud or dishonesty or acts in any manner which in the opinion of the Company brings or is likely to bring any employee or the Company into disrepute or is materially adverse to the interests of the Company;
- 19.1.8 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months.
- 19.1.9 a notice in writing is served upon the director and the company signed by the Council removing that person from office as director; or
- 19.1.10 that person becomes disqualified for elected membership of the shareholder or any other local authority.

20. DIRECTORS' REMUNERATION

- 20.1 Subject to Article 4 the Directors may undertake any services for the Company that the Directors decide.
- 20.2 The Directors are entitled to such remuneration as the Shareholder determines:
 - 20.2.1 for their services to the Company as directors, and
 - 20.2.2 for any other service which they undertake for the Company.
- 20.3 Subject to the Article, a director's remuneration may
 - 20.3.1 take any form, and
 - 20.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- 20.4 Subject to Article 4 and Article 59, directors' remuneration accrues from day to day.

21. DIRECTORS' EXPENSES

- 21.1 Subject to the adoption of a specific scheme for payment of director's expenses approved by the Council in respect of Directors appointed by the Council, the

Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- 21.1.1 meetings of directors or committees of directors,
- 21.1.2 general meetings, or
- 21.1.3 separate meetings of the holders of any class of shares or of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

22. SECRETARY

- 22.1 The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

PART 3 - SHARES AND DISTRIBUTIONS

SHARES

23. ALL SHARES TO BE FULLY PAID UP

- 23.1 No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue.
- 23.2 This does not apply to shares taken on the formation of the Company by the subscribers to the Company's memorandum.

24. POWERS TO ISSUE DIFFERENT CLASSES OF SHARE

- 24.1 Subject to the Article, but without prejudice to the rights attached to any existing share, the Company may issue shares with such rights or restrictions as may be determined by ordinary resolution.
- 24.2 Save to the extent authorised from time to time by an ordinary resolution of the Shareholder, the directors shall not exercise any power to allot Shares or to grant rights to subscribe for, or to convert any security into, any Shares in the Company.

25. SHARE CAPITAL

- 25.1 The issued share capital of the Company at the date of adoption of these Article is 1 Ordinary Share of £1 each.

- 25.2 The shares shall carry the same rights and privileges and shall rank pari passu in all respects.

26. COMPANY NOT BOUND BY LESS THAN ABSOLUTE INTERESTS

- 26.1 Except as required by law, no person is to be recognised by the Company as holding any share upon any trust, and except as otherwise required by law or the Article, the Company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

27. SHARE CERTIFICATES

- 27.1 The Company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds.

- 27.2 Every certificate must specify—

27.2.1 in respect of how many shares, of what class, it is issued;

27.2.2 the nominal value of those shares;

27.2.3 that the shares are fully paid; and

27.2.4 any distinguishing numbers assigned to them.

- 27.3 No certificate may be issued in respect of shares of more than one class.

- 27.4 If more than one person holds a share, only one certificate may be issued in respect of it.

- 27.5 Certificates must—

27.5.1 have affixed to them the company's common seal, or

27.5.2 be otherwise executed in accordance with the Companies Acts.

28. REPLACEMENT SHARE CERTIFICATES

- 28.1 If a certificate issued in respect of a shareholder's shares is:

28.1.1 damaged or defaced, or

28.1.2 said to be lost, stolen or destroyed, that shareholder is entitled to be issued with a replacement certificate in respect of the same shares.

- 28.2 A shareholder exercising the right to be issued with such a replacement certificate:

- 28.2.1 may at the same time exercise the right to be issued with a single certificate or separate certificates;
- 28.2.2 must return the certificate which is to be replaced to the company if it is damaged or defaced; and
- 28.2.3 must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

29. SHARE TRANSFERS

- 29.1 Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.
- 29.2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.
- 29.3 The Company may retain any instrument of transfer which is registered.
- 29.4 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.
- 29.5 In these Article, reference to the transfer of a share includes the transfer, assignment or other disposal of a beneficial or other interest in that share, or the creation of a trust or encumbrance over that share, and reference to a share includes a beneficial or other interest in a share.
- 29.6 An obligation to transfer a Share under these Article shall be deemed to be an obligation to transfer the entire legal and beneficial interest in such share free from any lien, charge or other encumbrance.
- 29.7 The directors may at any time give notice requiring any transmittee to elect either to be registered himself in respect of the share or to transfer the share and, if the notice is not complied with within sixty days, the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice shall have been complied with.
- 29.8 The directors may not refuse to register the transfer of a share made with the prior written approval of the Council.

- 29.9 No shareholder shall transfer any share except with the prior consent in writing of the Council.

30. TRANSMISSION OF SHARES

- 30.1 If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share.
- 30.2 A transmittee who produces such evidence of entitlement to shares as the directors may properly require shall become the holder of those shares and subject to the Article and has the same rights as the holder had.
- 30.3 A transfer of any Share held by a Shareholder which is a public sector body to a successor body shall be treated as a permitted transfer for the purpose of these Article. For the purpose of this Article a body is a successor body to another body if it assumes some or all of the functions formerly exercised by the other body.

31. EXERCISE OF TRANSMITTEES' RIGHTS

- 31.1 Transmittes who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish.
- 31.2 Any transfer made under this Article is to be treated as if it were by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

32. TRANSMITTEES BOUND BY PRIOR NOTICE

- 32.1 If a notice is given to a shareholder in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee's name has been entered in the register of members.

DIVIDENDS AND OTHER DISTRIBUTIONS

33. PROCEDURE FOR DECLARING DIVIDENDS

- 33.1 The Company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.

- 33.2 A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.
- 33.3 No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.
- 33.4 If the Company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears.
- 33.5 If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

34. PAYMENT OF DIVIDENDS AND OTHER DISTRIBUTIONS

- 34.1 Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by:
- 34.1.1 such method of payment as the Shareholder shall by notice to the directors direct; or
 - 34.1.2 any other means of payment as the directors may agree with the distribution recipient in writing.
- 34.2 In the Article, "distribution recipient" means, in respect of a share in respect of which a dividend or other sum is payable:
- 34.2.1 the holder of the share; or
 - 34.2.2 if the share has two or more joint holders, whichever of them is named first in the register of member; or
 - 34.2.3 if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee.

35. NO INTEREST ON DISTRIBUTIONS

- 35.1 The Company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:
- 35.1.1 the terms on which the share was issued, or

- 35.1.2 the provisions of another agreement between the holder of that share and the company.

36. UNCLAIMED DISTRIBUTIONS

- 36.1 All dividends or other sums which are:

- 36.1.1 payable in respect of shares, and

- 36.1.2 unclaimed after having been declared or become payable, may be invested or otherwise made use of by the directors for the benefit of the company until claimed.

- 36.2 The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it.

- 36.3 If:

- 36.3.1 twelve years have passed from the date on which a dividend or other sum became due for payment, and

- 36.3.2 the distribution recipient has not claimed it,

the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company.

37. NON CASH DISTRIBUTIONS

- 37.1 Subject to the terms of issue of the share in question, the Company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).

- 37.2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution:

- 37.3 fixing the value of any assets;

- 37.3.1 paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and

- 37.4 vesting any assets in trustees.

38. WAIVER OF DISTRIBUTIONS

38.1 Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if:

38.1.1 the share has more than one holder, or

38.1.2 more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.

CAPITALISATION OF PROFITS

39. AUTHORITY TO CAPITALISE AND APPROPRIATION OF CAPITALISED SUMS

39.1 Subject to the Article, the directors may, if they are so authorised by an ordinary resolution:

39.1.1 decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve; and

39.1.2 appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions.

39.2 Capitalised sums must be applied

39.2.1 on behalf of the persons entitled, and

39.2.2 in the same proportions as a dividend would have been distributed to them.

39.3 Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.

39.4 A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct.

- 39.5 Subject to the Article the directors may—
- 39.5.1 apply capitalised sums in accordance with Article 39.3 or 39.4 in one way and partly in another;
 - 39.5.2 make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this Article (including the issuing of fractional certificates or the making of cash payments); and
 - 39.5.3 authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this Article.

PART 4 - DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

40. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 40.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 40.2 A person is able to exercise the right to vote at a general meeting when—
- 40.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 40.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 40.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 40.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 40.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

41. QUORUM FOR GENERAL MEETINGS

- 41.1 No business other than the appointment of the Chair shall be transacted by any general meeting unless a quorum is present at the commencement of the meeting and also when that business is voted on.
- 41.2 If the company has only one shareholder, one qualifying person entitled to vote and being a duly authorised representative of the Shareholder and being present at a meeting is a quorum.

42. CHAIRING GENERAL MEETINGS

- 42.1 The Chair of the Board of directors shall chair general meetings. If the directors have not appointed a Chair or if the Chair is unable to attend any general meeting or if the Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start then the directors present or (if no directors are present), the meeting, must appoint a director or the representative of the Shareholder to chair the meeting, and the appointment of the Chair of the meeting must be the first business of the meeting.
- 42.2 The person chairing a meeting in accordance with this Article is referred to as “the Chair of the meeting”.

43. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-SHAREHOLDERS

- 43.1 Directors may attend and speak at general meetings, whether or not they are shareholders.
- 43.2 The Chair of the meeting may permit other persons who are not:
 - 43.2.1 shareholders of the company, or otherwise entitled to exercise the rights of shareholders in relation to general meetings, to attend and speak at a general meeting.

44. ADJOURNMENT

- 44.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting must adjourn it.
- 44.2 The Chair of the meeting may adjourn a general meeting at which a quorum is present if:

- 44.2.1 the meeting consents to an adjournment, or
 - 44.2.2 it appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 44.3 The Chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 44.4 When adjourning a general meeting, the Chair of the meeting must—
 - 44.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - 44.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 44.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
 - 44.5.1 to the same persons to whom notice of the company's general meetings is required to be given, and
 - 44.5.2 containing the same information which such notice is required to contain.
- 44.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

45. VOTING: GENERAL

- 45.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Article. A resolution put to a general meeting must specify whether it is an ordinary resolution or a special resolution.

46. ERRORS AND DISPUTES

46.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

46.2 Any such objection must be referred to the Chair of the meeting, whose decision is final.

47. POLL VOTES

47.1 A poll on a resolution may be demanded:

47.1.1 in advance of the general meeting where it is to be put to the vote, or

47.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

47.2 A poll may be demanded by:

47.2.1 the Chair of the meeting;

47.2.2 the directors;

47.2.3 two or more persons having the right to vote on the resolution; or

47.2.4 a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution.

47.3 A demand for a poll may be withdrawn if:

47.3.1 the poll has not yet been taken, and

47.3.2 the Chair of the meeting consents to the withdrawal.

A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.

47.4 Polls must be taken immediately and in such manner as the Chair of the meeting directs.

48. CONTENT OF PROXY NOTICES

48.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

48.1.1 states the name and address of the shareholder appointing the proxy;

- 48.1.2 identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;
 - 48.1.3 is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 48.1.4 is delivered to the Company in accordance with the Article not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate.
- 48.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting.
- 48.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 48.4 Unless a proxy notice indicates otherwise, it must be treated as—
- 48.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 48.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

49. DELIVERY OF PROXY NOTICES

- 49.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- 49.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 49.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

- 49.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

50. PROXIES AND CORPORATE REPRESENTATIVES

- 50.1 The failure of any proxy or corporate representative to vote in accordance with any instructions given by the member by whom such proxy or corporate representative is appointed shall not invalidate the result of any vote in which the proxy or corporate representative has participated and the company and the directors shall be under no duty to enquire as to the instructions given to any such proxy or corporate representative.

51. AMENDMENTS TO RESOLUTIONS

- 51.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 51.1.1 notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine), and
 - 51.1.2 the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- 51.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 51.2.1 the Chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 51.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 51.3 If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

52. WRITTEN RESOLUTIONS

- 52.1 A proposed written resolution of the members of the Company (or of a class of members) shall lapse if it is not passed before the end of the period of three months beginning with the circulation date of such resolution (as defined in section 290 of the Act).

PART 5

ADMINISTRATIVE ARRANGEMENTS

53. MEANS OF COMMUNICATION TO BE USED

- 53.1 Any document or other information shall be deemed served on, or delivered to, the intended recipient:
- 53.1.1 if properly addressed and delivered by hand, on signature of a delivery receipt or at the time the notice, document or other information is left at the appropriate address; or
 - 53.1.2 if properly addressed and sent by pre-paid United Kingdom first class post, recorded delivery or special delivery to an address in the United Kingdom, at 9.00 am on the second Business Day after posting; or
 - 53.1.3 if properly addressed and sent or supplied by e-mail, one hour after the notice, document or information was sent or supplied; or
 - 53.1.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website; and
 - 53.1.5 if deemed receipt under the previous paragraphs of this Article 54 would occur outside business hours (meaning 9.00 am to 5.30 pm Monday to Friday on a day that is not a public holiday in the place of deemed receipt), at 9.00 am on the day when business next starts in the place of deemed receipt. For the purposes of this Article 54, all references to time are to local time in the place of deemed receipt.
- 53.2 To prove service, it is sufficient to prove that:
- 53.2.1 if delivered by hand the notice was delivered to the correct address; or

- 53.2.2 if sent by post the envelope containing the notice was properly addressed, paid for and posted; or
 - 53.2.3 if sent by e-mail, the notice was properly addressed and sent to the e-mail address of the recipient.
- 53.3 Subject to the Article, anything sent or supplied by or to the company under the Article may be sent or supplied in any way in which the CA 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- 53.4 Subject to the Article, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 53.5 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

54. COMPANY SEALS

- 54.1 Any common seal may only be used by the authority of the directors.
- 54.2 The directors may decide by what means and in what form any common seal is to be used.
- 54.3 Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 54.4 For the purposes of this Article, an authorised person is:
 - 54.4.1 any director of the Company;
 - 54.4.2 the company secretary (if any); or
 - 54.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

55. RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

- 55.1 The Shareholder and/or the Council and its authorised representatives shall have the right, on giving to the company reasonable advance notice, during normal business

hours, to inspect the books and records of the company and any subsidiary of the company.

56. PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

- 56.1 The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

57. INDEMNITY

- 57.1 Subject to paragraph 57.2 and any other indemnity to which a relevant officer is otherwise entitled:

57.1.1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:

- (a) in the actual or purported execution and/or discharge of his duties and/or his powers, or in relation to them; and
- (b) in relation to the Company's (or any associated Company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated Company's) affairs; and

57.1.2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in 57.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure, provided that the relevant officer will be obliged to repay such amounts no later than:

- 57.1.2.1 in the event he is convicted in proceedings, the date when the conviction becomes final;

57.1.2.2 in the event of judgment being given against him in proceedings, the date when the judgment becomes final; or

57.1.2.3 in the event of the court refusing to grant him relief on any application under any statute for relief from liability, the date when refusal becomes final in each case where the conviction, judgment or refusal of relief by the court is final within the meaning stated in section 234(5) CA 2006.

57.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

57.3 In this Article:

57.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

57.3.2 a “**relevant officer**” means any director or other officer of the Company or an associated company (including any Company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated Company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).

58. INSURANCE

58.1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

58.2 In this Article:

58.2.1 a “**relevant officer**” means any director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor);

58.2.2 a “**relevant loss**” means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company; and

- 58.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

OVERRIDING PROVISIONS

59. MATTERS REQUIRING SHAREHOLDER'S CONSENT

- 59.1 The following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Article.
- 59.2 Whenever the Shareholder or a subsidiary of the Shareholder shall be the holder of any issued ordinary shares in the company, the Shareholder may at any time and from time to time:
- 59.2.1 appoint any person to be a director of the company or remove from office any director howsoever appointed but so that in the case of a managing director or a director appointed to any other executive office his removal from office shall be deemed an act of the company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the company;
- 59.2.2 impose restrictions on all or any of the powers of the directors to such extent as the Shareholder may by notice to the company prescribe.
- 59.3 No shares or other securities in the company shall be issued or agreed to be issued, nor shall any rights to subscribe for or to convert into shares or any other securities of the company be granted or agreed to be granted without the consent of the Shareholder.
- 59.4 Any appointment, removal or notice of the Shareholder made or given under this Article 59 shall be in writing served on the company and signed on behalf of the Shareholder by any person duly authorised for the purpose.
- 59.5 No person dealing with the company shall be concerned to see or enquire whether the powers of the directors have been in any way restricted pursuant to these Article or whether any requisite consent of the Shareholder has been obtained and no obligation incurred or security given or transaction effected by the company to or with any third party shall be invalid or ineffectual unless the third party has at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors.
-